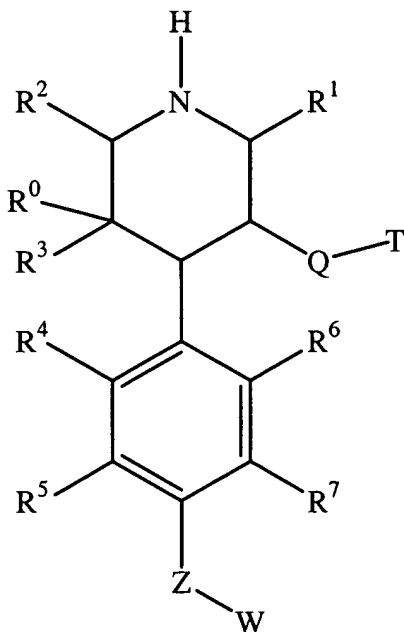


# CLAIMS

What is claimed is:

1. A compound of Formula I



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I

or a pharmaceutically acceptable salt thereof, wherein

$R^1$  and  $R^2$  are independently hydrogen or unsubstituted  $C_1$ - $C_3$  alkyl;

$R^3$  is hydrogen, oxo, or thioxo;

$R^0$  is hydrogen or unsubstituted  $C_1$ - $C_3$  alkyl provided that when  $R^3$  is oxo or thioxo  $R^0$  is absent;

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$R^4$ ,  $R^5$ ,  $R^6$ , and  $R^7$  are independently hydrogen, halogen, carboxyl, substituted or unsubstituted  $C_1$ - $C_3$  alkoxy, or substituted or unsubstituted  $C_1$ - $C_3$  alkyl;

Q is  $-NR^8-(CH_2)_{0-6}-$ ,  $-NR^9-C(O)-(CH_2)_{0-6}-$ , wherein 1 to 3 nonadjacent

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methylene units are replaced with O,  $NR^{10}$ , S or a combination thereof;

T is substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, or substituted or unsubstituted  $C_1$ - $C_{12}$  alkyl ;

W is absent, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

Z is  $-(CH_2)_{0-6}$ -cycloalkylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

5  $-(CH_2)_{0-6}$ -heterocycloalkylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

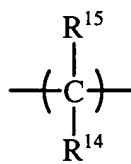
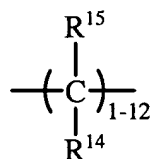
$-(CH_2)_{0-6}$ -arylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

10  $-(CH_2)_{0-6}$ -heteroarylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}$ -C(O)- $NR^{11}$ - $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}$ - $NR^{11}$ -C(O)- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

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wherein 1 to 6 nonadjacent units are replaced with O,  $NR^{12}$ , S or a combination thereof, or

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Z, when W is absent, is hydroxyl, substituted or unsubstituted  $C_1$ - $C_{12}$  alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O,  $NR^{16}$ , S or a combination thereof, or  $-(CH_2)_{0-6}$ -C(O)- $NR^{16}$ - $(CH_2)_{0-5}$ - $CH_3$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{16}$ , S or a combination thereof;

$R^8$ ,  $R^9$  and  $R^{10}$  are independently hydrogen or substituted or unsubstituted  $C_1$ - $C_3$  alkyl;

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R<sup>11</sup> and R<sup>12</sup> are independently substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl; and  
R<sup>14</sup> and R<sup>15</sup> are independently hydrogen, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub>  
alkoxy, substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl, unsubstituted C<sub>1</sub>-C<sub>12</sub>  
alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O,  
5 or R<sup>14</sup> and R<sup>15</sup> together with the carbon to which they are attached  
form a 3- to 6-membered cycloalkylene or heterocycloalkylene ring;  
and  
R<sup>16</sup> is substituted or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl or hydrogen.

- 10 2. A compound of claim 1, wherein R<sup>1</sup> and R<sup>2</sup>, are hydrogen and R<sup>3</sup> is oxo.
3. A compound of claim 1, wherein R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> are independently  
hydrogen, halogen, carboxyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, or C<sub>1</sub>-C<sub>3</sub> alkyl.
- 15 4. A compound of claim 3, wherein R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> are independently  
hydrogen, chlorine, fluorine, carboxyl, methoxy or methyl.
5. A compound of claim 1, wherein R<sup>4</sup>, R<sup>6</sup>, and R<sup>7</sup> are hydrogen and R<sup>5</sup> is  
chlorine, fluorine, carboxyl, methoxy or methyl.
- 20 6. A compound of claim 1, wherein Q is -NR<sup>8</sup>-(CH<sub>2</sub>)<sub>0-6</sub>-, or -NR<sup>9</sup>-C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-  
wherein R<sup>8</sup> and R<sup>9</sup> are independently unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl.
7. A compound of claim 6, wherein Q is -NH-(CH<sub>2</sub>)<sub>0-6</sub>-, or -NH-C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-
- 25 8. A compound of claim 7, wherein Q is -NH-CH<sub>2</sub>-, -NH-CH<sub>2</sub>-CH<sub>2</sub>-, -NH-CH<sub>2</sub>-  
CH<sub>2</sub>-O-CH<sub>2</sub>-, or -NH-CH<sub>2</sub>-CH<sub>2</sub>-O-.
9. A compound of claim 1, wherein T is unsubstituted aryl.

10. A compound of claim 1, wherein T is unsubstituted phenyl, naphthyl, biphenyl, 1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinyl, or 1,2,3,4-tetrahydroindolyl.

5 11. A compound of claim 10, wherein T is 2-naphthyl, biphen-4-yl, 1,2,3,4-tetrahydroquinolin-6-yl, or 1,2,3,4-tetrahydroquinolin-7-yl.

12. A compound of claim 1, wherein T is substituted aryl

10 13. A compound of claim 12, wherein T is substituted phenyl, naphthyl, biphenyl, 1,2,3,4-tetrahydroquinolinyl, 2-oxo-1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinyl, 1,2,3,4-tetrahydroindolyl, 2,3-dihydroindolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, or 3,4-dihydro-2H-benzo[1,4]oxazinyl.

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14. A compound of claim 12, wherein T is phenyl substituted from 1 to 5 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

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15. A compound of claim 14, wherein T is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-

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dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

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16. A compound of claim 1, wherein T is biphenyl substituted from 1 to 9 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

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17. A compound of claim 1, wherein T is naphthyl, 1,2,3,4-tetrahydroquinoliny, 2-oxo-1,2,3,4-tetrahydroquinoliny, 1,2,3,4-tetrahydronaphthyl, 1,2,3,4-tetrahydroisoquinoliny, 1,2,3,4-tetrahydroquinoxaliny, 3,4-dihydro-2H-benzo[1,4]oxaziny, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxaziny, 2,3-dihydroindolyl, or 1,2,3,4-tetrahydroindolyl substituted from 1 to 7 times with, C<sub>1</sub>-C<sub>6</sub> alkyl, halo, hydroxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

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18. A compound of claim 17, wherein T is 6-methoxy-2-naphthyl, 7-methoxy-2-naphthyl, 6-methyl-2-naphthyl, 6-hydroxy-2-naphthyl, 7-methyl-2-naphthyl, 6-trifluoromethyl-2-naphthyl, 7-trifluoromethyl-2-naphthyl, 6-fluoro-2-naphthyl, 7-fluoro-2-naphthyl, 6-chloro-2-naphthyl, 7-chloro-2-naphthyl, 6-(2-acetoxy-ethyl)-2-naphthyl, 7-(2-acetoxy-ethyl)-2-naphthyl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, or 1-(2-acetoxy-ethyl)-3,4-dihydro-2H-quinolin-7-yl.

19. A compound of claim 1, wherein T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-5-indolyl, 1-(2-acetyl aminoethyl)-5-indolyl, 1-(3-methoxypropyl)-5-indolyl, 1-acetamidyl-5-indolyl, 1-(2-acetoxyethyl)-5-indolyl, 1-(3-methoxy-3-oxopropyl)-5-indolyl, 1-(2-methoxy-2-oxoethyl)-5-indolyl, 1-(2-ethoxy-2-oxoethyl)-6-indolyl, 1-(2-acetyl aminoethyl)-6-indolyl, 1-(3-methoxypropyl)-6-indolyl, 1-acetamidyl-6-indolyl, 1-(2-acetoxyethyl)-6-indolyl, 1-(3-methoxy-3-oxopropyl)-6-indolyl, 1-(2-methoxy-2-oxoethyl)-6-indolyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetyl aminoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-hydroxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetyl aminoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-3,4-

dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-6-yl or 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-7-yl.

20. A compound of claim 1, wherein T is unsubstituted heteroaryl.

21. A compound of claim 20, wherein T is quinolinyl, indolyl, benzofuryl, isoquinolinyl, pyridyl, pyrimidinyl, pyrazinyl, or quinoxalinyl.

22. A compound of claim 21, wherein T is 2-quinolinyl, 6-quinolinyl, 7-quinolinyl, 6-isoquinolinyl, 2-pyridyl, 5-benzofuryl, 2-pyrimidinyl, 2-pyrazinyl, or 2-quinoxalinyl.

23. A compound of claim 1, wherein T is substituted heteroaryl.

24. A compound of claim 23, wherein T is substituted quinolinyl, indolyl, benzofuryl, isoquinolinyl, pyridyl, pyrimidinyl, pyrazinyl, or quinoxalinyl.

25. A compound of claim 24, wherein T is quinolinyl, isoquinolinyl or quinoxalinyl substituted from 1 to 7 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

26. A compound of claim 24, wherein T is pyridyl, indolyl, pyrimidinyl, or pyrazinyl, substituted from 1 to 5 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

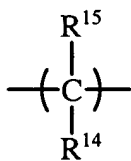
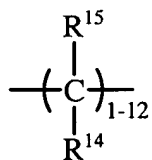
27. A compound of claim 1, wherein T is N-substituted 1,2,3,4-tetrahydroquinolin-7-yl, N-substituted 1,2,3,4-tetrahydroquinolin-6-yl, N-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-7-yl, N-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-7-yl, N-substituted 2-oxo-4a,8a-dihydro-2H-chromen-7-yl, N-substituted 2,3-dihydroindol-6-yl, N-substituted



2-oxo-2,3-dihydroindol-6-yl, N-substituted 2,3-dihydroindol-5-yl, N-substituted 2-oxo-2,3-dihydroindol-5-yl, N-substituted 6-indolyl or N-substituted 5-indolyl.

28. A compound of claim 27, wherein the N-substituent is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl.

29. A compound of claim 1, wherein Z is



wherein 1 to 6 nonadjacent units are replaced with O.

30. A compound of claim 1, wherein R<sup>14</sup> and R<sup>15</sup> are hydrogen.

31. A compound of claim 1, wherein Z is

-(CH<sub>2</sub>)<sub>0-6</sub>-C(O)-NR<sup>11</sup>-(CH<sub>2</sub>)<sub>0-6</sub>- wherein 0 to 6 nonadjacent methylene units are replaced with O, NR<sup>12</sup>, S or a combination thereof; or

$-(\text{CH}_2)_{0-6}-\text{NR}^{11}-(\text{C}(\text{O})-\text{CH}_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $\text{NR}^{12}$ , S or a combination thereof; and  $\text{R}^{11}$  and  $\text{R}^{12}$  are as defined in claim 1.

5        32.     A compound of claim 29, wherein Z is  $-\text{O}-(\text{CH}_2)_{2-3}-\text{O}-(\text{CH}_2)_{1-2}-$ ,  $-\text{O}-(\text{CH}_2)_{3-4}-\text{O}-$ ,  $\text{O}-(\text{CH}_2)_{1-2}-$ ,  $-(\text{CH}_2)-\text{O}-(\text{CH}_2)_{2-3}-\text{O}-(\text{CH}_2)_{0-1}-$ ,  $-\text{C}(\text{O})-\text{NR}^{11}-(\text{CH}_2)_{2-}$ ,  $-\text{C}(\text{O})-\text{NR}^{11}-(\text{CH}_2)_2-\text{O}-$ , or  $-\text{O}-(\text{CH}_2)_3-\text{S}-(\text{CH}_2)_1-$ ; and  $\text{R}^{11}$  is as defined in claim 1.

10       33.     A compound of claim 1, wherein when W is absent, Z is hydroxyl,  $\text{C}_1-\text{C}_{12}$  alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O, or  $-(\text{CH}_2)_{0-6}-\text{C}(\text{O})-\text{NR}^{16}-(\text{CH}_2)_{0-5}-\text{CH}_3$  wherein 0 to 6 nonadjacent methylene units are replaced with O; and  $\text{R}^{16}$  is as defined in claim 1.

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34.     A compound of claim 1, wherein Z is  $-\text{O}-(\text{CH}_2)_3-\text{O}-(\text{CH}_2)-$ .

35.     A compound of claim 1, wherein W is unsubstituted or substituted phenyl.

20       36.     A compound of claim 1, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

30       37.     A compound of claim 1, wherein W is 2-methoxyphenyl.

38. A compound of claim 1, wherein W is unsubstituted or substituted heteroaryl

39. A compound of claim 38, wherein W is unsubstituted indolyl.

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40. A compound of claim 39, wherein W is 1H-Indol-3-yl.

41. A compound of claim 1, wherein Z is  $-\text{O}-(\text{CH}_2)_3-\text{O}-\text{CH}_2-$ , and W is 2-methoxyphenyl.

10

42. A compound of claim 1, wherein Q is  $-\text{NH}-\text{CH}_2-$  or  $-\text{NR}^8-\text{CH}_2-$ ; T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-5-indolyl, 1-(2-acetylaminoethyl)-5-indolyl, 1-(3-methoxypropyl)-5-indolyl, 1-acetamidyl-5-indolyl, 1-(2-acetoxyethyl)-5-indolyl, 1-(3-methoxy-3-oxopropyl)-5-indolyl, 1-(2-methoxy-2-oxoethyl)-5-indolyl, 1-(2-ethoxy-2-oxoethyl)-6-indolyl, 1-(2-acetylaminoethyl)-6-indolyl, 1-(3-methoxypropyl)-6-indolyl, 1-acetamidyl-6-indolyl, 1-(2-acetoxyethyl)-6-indolyl, 1-(3-methoxy-3-oxopropyl)-6-indolyl, 1-(2-methoxy-2-oxoethyl)-6-indolyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetylaminoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-hydroxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-

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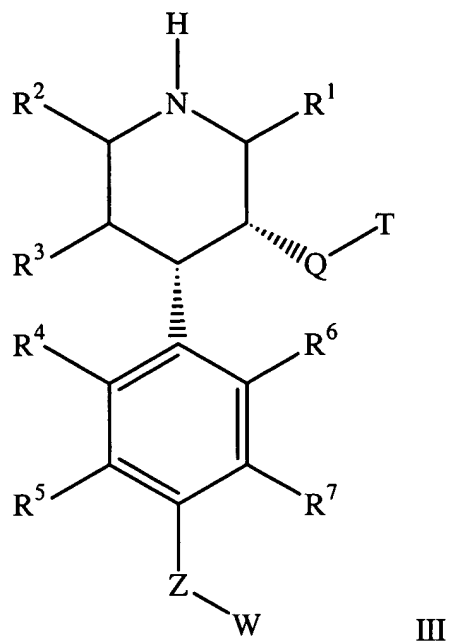
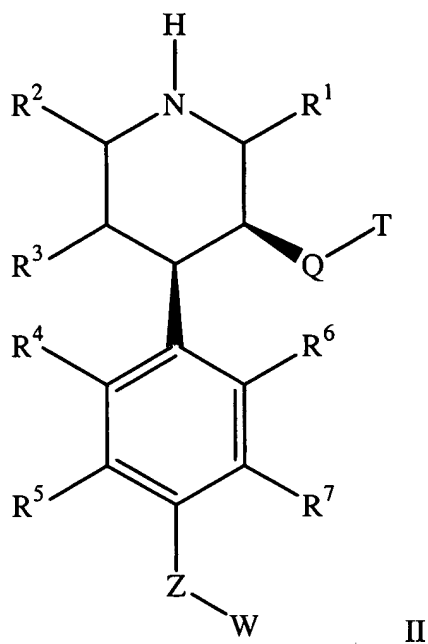
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acetylaminoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-6-yl or 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-7-yl ; and R<sup>8</sup> is C<sub>1</sub>-C<sub>3</sub> alkyl.

43. A compound of claim 1 having the formula II or III



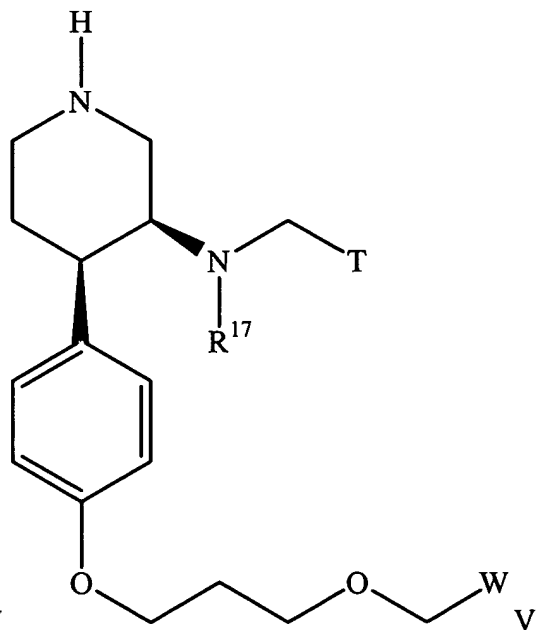
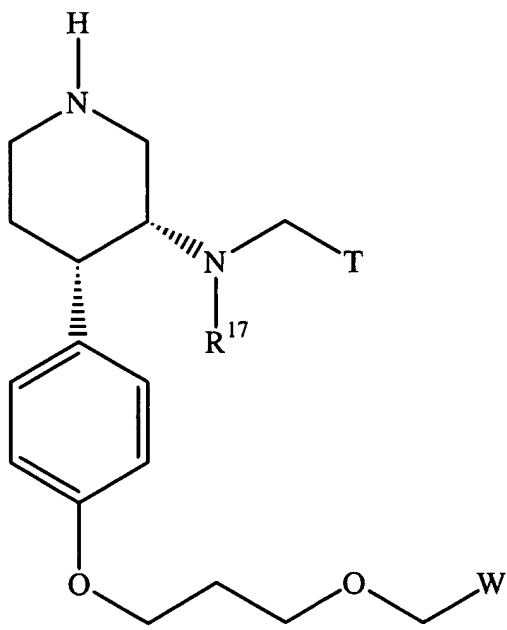
or a pharmaceutically acceptable salt thereof, wherein

$R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{14}, R^{15}, R^{16}, Q, T, Z,$  and  $W$

5

are as defined above in claim 1.

44. A compound of Formula IV or V



or a pharmaceutically acceptable salt thereof, wherein

T is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

W is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; and

R<sup>17</sup> is hydrogen or C<sub>1</sub>-C<sub>3</sub> alkyl.

45. A compound of claim 44, wherein T is substituted aryl.

46. A compound of claim 45, wherein T is substituted phenyl, naphthyl, biphenyl, 1,2,3,4-tetrahydroquinolinyl, 2-oxo-1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydronaphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinyl, 1,2,3,4-tetrahydroindolyl, 2,3-dihydroindolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, or 3,4-dihydro-2H-benzo[1,4]oxazinyl.

47. A compound of claim 44, wherein T is naphthyl, 1,2,3,4-tetrahydroquinolinyl, 2-oxo-1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydronaphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, 2,3-dihydroindolyl, or 1,2,3,4-tetrahydroindolyl substituted from 1 to 7 times with, C<sub>1</sub>-C<sub>6</sub> alkyl, halo, hydroxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

48. A compound of claim 44, wherein T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-5-indolyl, 1-(2-acetylaminoethyl)-5-indolyl, 1-(3-methoxypropyl)-5-indolyl, 1-acetamidyl-5-indolyl, 1-(2-acetoxyethyl)-5-indolyl, 1-(3-methoxy-3-oxopropyl)-5-indolyl, 1-(2-methoxy-2-oxoethyl)-5-indolyl, 1-(2-ethoxy-2-oxoethyl)-6-indolyl, 1-(2-acetylaminoethyl)-6-indolyl, 1-(3-methoxypropyl)-6-indolyl, 1-acetamidyl-6-indolyl, 1-(2-acetoxyethyl)-6-indolyl, 1-(3-methoxy-3-oxopropyl)-6-indolyl, 1-(2-methoxy-2-oxoethyl)-6-indolyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetylaminoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-hydroxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-

methoxy-2-oxoethyl)- 2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-  
2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetyl aminoethyl)- 2-oxo-3,4-dihydro-2H-  
quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)- 2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-  
methoxypropyl)- 2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)- 2-  
5 oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)- 2-oxo-3,4-dihydro-2H-  
quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-  
acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxyethyl)-3,4-dihydro-  
2H-quinolin-6-yl or 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-7-yl.

10 49. A compound of claim 44, wherein T is quinolinyl, isoquinolinyl or  
quinoxaliny l substituted from 1 to 7 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein  
1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-  
C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)- NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl,  
15 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-  
C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-  
NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently  
H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

20 50. A compound of claim 44, wherein T is pyridyl, indolyl, pyrimidinyl, or  
pyrazinyl, substituted from 1 to 5 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1  
to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-  
C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub>  
alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)- NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-  
25 C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-  
C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-  
NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently  
H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.



51. A compound of claim 44, wherein T is N-substituted 1,2,3,4-tetrahydroquinolin-7-yl, N-substituted 1,2,3,4-tetrahydroquinolin-6-yl, N-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-7-yl, N-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-7-yl, N-substituted 2-oxo-4a,8a-dihydro-2H-chromen-7-yl, N-substituted 2,3-dihydroindol-6-yl, N-substituted 2-oxo-2,3-dihydroindol-6-yl, N-substituted 2,3-dihydroindol-5-yl, N-substituted 2-oxo-2,3-dihydroindol-5-yl, N-substituted 6-indolyl or N-substituted 5-indolyl.

52. A compound of claim 51, wherein the N-substituent is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl.

53. A compound of claim 44, wherein W is unsubstituted or substituted phenyl.

54. A compound of claim 53, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

55. A compound of claim 44, wherein W is 2-methoxyphenyl.

56. A compound of claim 44, wherein T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, or 1-(2-acetoxy-ethyl)-3,4-dihydro-2H-quinolin-7-yl and W is 2-methoxyphenyl.

57. The compound

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-naphthalen-2-ylmethyl-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(6-methoxy-naphthalen-2-ylmethyl)-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-quinolin-7-ylmethyl-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(1,2,3,4-tetrahydro-quinolin-7-ylmethyl)-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-methyl-naphthalen-2-ylmethyl-amine,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalen-2-ol,

benzofuran-5-ylmethyl-(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amine,

(1H-indol-5-ylmethyl)-(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amine;

6-[(4-[3-(2-methoxy-benzyloxy)-propoxyl]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid methyl ester;

6-[(4-[4-(2-methoxy-benzyloxy)-propoxyl]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid;

naphthalene-1-carboxylic acid (4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amide;

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester;

(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-quinolin-7-ylmethyl-amine;

5 6-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester;

6-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid;

10 6-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-pyridine-2-carboxylic acid methyl ester;

naphthalene-2-sulfonic acid (4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amide;

(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(4-fluoro-3-trifluoromethyl-benzyl)-amine;

15 {3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-acetic acid methyl ester;

1-(2-{3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2,5-dione;

20 1-(2-{3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2-one;

3-[(1-dimethylcarbamoylmethyl-1, 2, 3, 4-tetrahydro-quinoline-7-carbonyl)-amino]-4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidine-1-carboxylic acid tert-butyl ester; or

25 [1-(2-dimethylamino-ethyl)-1, 2, 3, 4-tetrahydro-quinolin-7-ylmethyl]-(4-{4-[3-(2-methoxybenzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amine.

58. A pharmaceutical composition comprising a compound of any of claims 1-57, admixed with a pharmaceutically acceptable carrier, diluent, or excipient.

30 59. A method of inhibiting renin in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

60. A method of treating or preventing hypertension in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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61. A method of treating or preventing congestive heart failure in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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62. A method of treating or preventing stroke in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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63. A method of treating or preventing myocardial infarction in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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64. A method of treating or preventing glaucoma in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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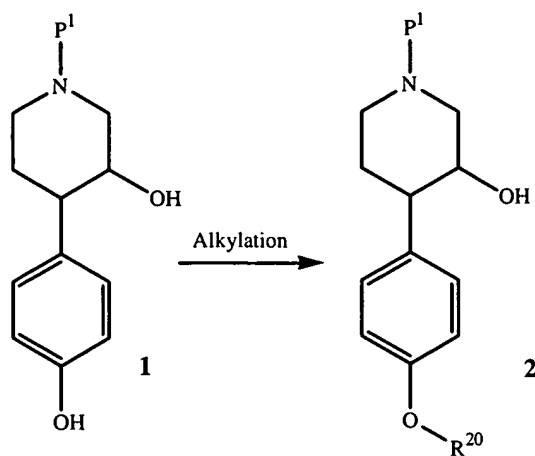
65. A method of providing end organ protection in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

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66. A method of treating or preventing hyperaldosteronism in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57.

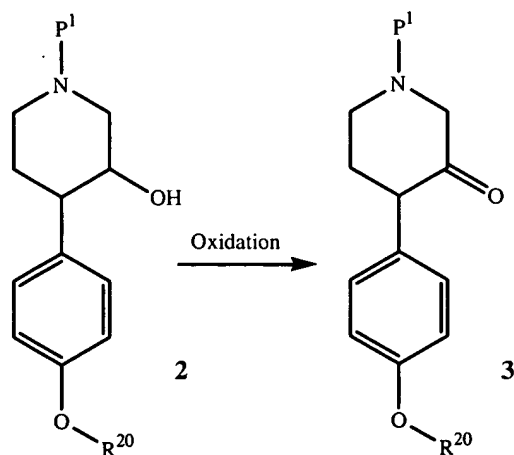
67. A process for preparing a compound of claim I comprising the steps of:

a) alkylation of piperidine **1** to afford the intermediate **2** wherein  $R^{20}$ , along with the oxygen to which it is attached, is equivalent to  $-Z-W$  as defined in claim 1;



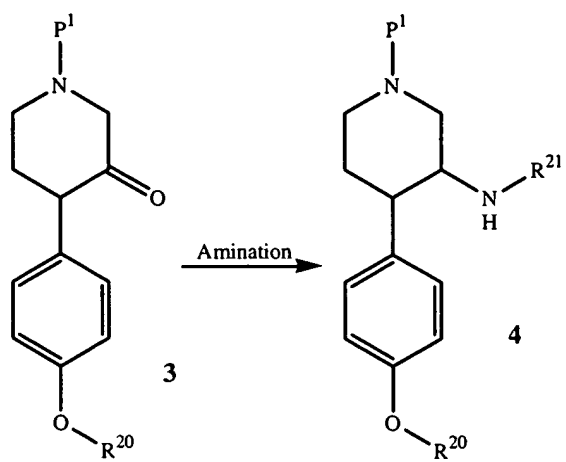
5

b) oxidation of **2** to afford the piperidinone intermediate **3**;



c) contacting **3** with a suitable amine to afford the intermediate **4**, wherein  $R^{21}$ , along with the nitrogen to which it is attached is equivalent to  $-Q-T$  as defined in claim 1;

10



d) deprotection of **4** to afford **5**

